



CORPORATION SERVICE COMPANY

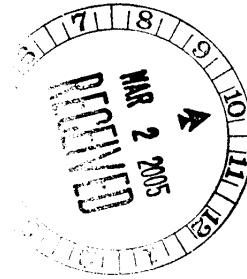
March 1, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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Barbara.Saddler@stb.dot.gov

RECORDATION NO. 25044-B FILED

MAR 02 '05 12-12 PM

SURFACE TRANSPORTATION BOARD



RE: 141970-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 12, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ENVIRONMENTAL RAIL SOLUTIONS, INC.**
94 Cypress Neck Solutions Lincroft, NJ 07738

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **ENVIRONMENTAL RAIL SOLUTIONS, INC.** covering 34 mill gondolas with reporting marks and numbers –CEFX 30377– CEFX 31978 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25044 dated 7/8/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12TH day of MARCH, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ENVIRONMENTAL RAIL SOLUTIONS, INC., a New Jersey corporation, with an address at 94 Cypress Neck Solutions, Lincroft, NJ 07738 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 6, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on JULY 8, 2004 and given Recordation Number 25044.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set for the in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ENVIRONMENTAL RAIL SOLUTIONS, INC.

By: David A. Ardito
Name: David A. Ardito
Title: VP

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars		Equipment Description
34	52'-5'6" sided mill gondola	
1	CEFX	30377
2	CEFX	30389
3	CEFX	31643
4	CEFX	31651
5	CEFX	31677
6	CEFX	31681
7	CEFX	31688
8	CEFX	31690
9	CEFX	31700
10	CEFX	31719
11	CEFX	31735
12	CEFX	31774
13	CEFX	31794
14	CEFX	31823
15	CEFX	31843
16	CEFX	31845
17	CEFX	31847
18	CEFX	31852
19	CEFX	31869
20	CEFX	31874
21	CEFX	31891
22	CEFX	31903
23	CEFX	31905
24	CEFX	31908
25	CEFX	31910
26	CEFX	31926
27	CEFX	31945
28	CEFX	31949
29	CEFX	31956
30	CEFX	31957
31	CEFX	31958
32	CEFX	31962
33	CEFX	31974
34	CEFX	31978